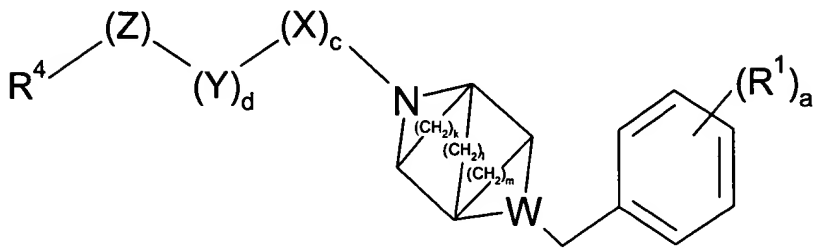
AMENDMENT TO THE CLAIMS

Claim 1 (currently amended): A compound of the formula



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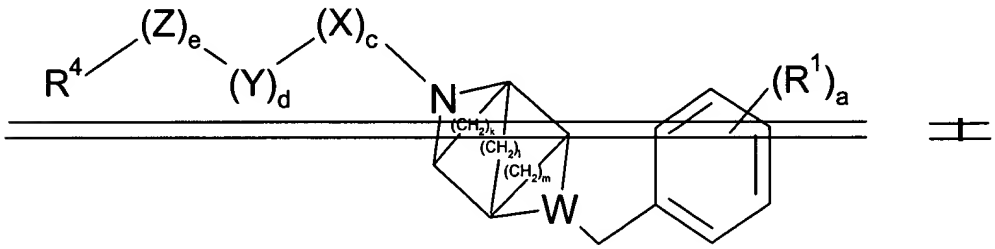

or a ~~the~~ pharmaceutically acceptable salt ~~and pro-drugs~~ thereof; wherein

a is 1, 2, 3, 4 or 5;

c is 0 or 1;

d is 1, 2, 3, 4 or 5;

k is ~~0, 1,~~ 2~~, 3 or 4~~; l is 0~~, 1, 2, 3 or 4~~; m is 0~~, 1, 2, 3, or 4; k, l and m cannot all be 0 and if m and/or k are not 0, then l must be 0.~~;

W is ~~CH or~~ N;

X is C(O), C(S) or CH_2;

Y is CH_2;

Z is oxygen, NR^9 or $CR^{11}R^{12}$;

each R^1 is independently selected from hydrogen, hydroxy, hydroxysulfonyl, halo, (C_1-C_6)alkyl, mercapto, mercapto(C_1-C_6)alkyl, (C_1-C_6)alkylthio, (C_1-C_6)alkylsulfinyl, (C_1-C_6)alkylsufonyl, (C_1-C_6)alkylthio(C_1-C_6)alkyl, (C_1-C_6)alkylsulfinyl(C_1-C_6)alkyl, (C_1-C_6)alkylsulfonyl(C_1-C_6)alkyl, (C_1-C_6)alkoxy, (C_6-C_{10})aryloxy, halo(C_1-C_6)alkyl, trifluoromethyl, formyl, formyl(C_1-C_6)alkyl, nitro, nitroso, cyano, (C_6-C_{10})aryl(C_1-

C_6)alkoxy, halo(C_1-C_6)alkoxy, trifluoromethoxy, (C_3-C_7)cycloalkyl, (C_3-C_7)cycloalkyl(C_1-C_6)alkyl, hydroxy(C_3-C_7)cycloalkyl(C_1-C_6)alkyl, (C_3-C_7)cycloalkylamino, (C_3-C_7)cycloalkylamino(C_1-C_6)alkyl, ((C_3-C_7)cycloalkyl)((C_1-C_6)alkyl)amino, ((C_3-C_7)cycloalkyl(C_1-C_6)alkyl)amino(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_2-C_7)alkenyl, (C_2-C_7)alkynyl, (C_6-C_{10})aryl, (C_6-C_{10})aryl(C_1-C_6)alkyl, (C_6-C_{10})aryl(C_2-C_6)alkenyl, hydroxy(C_1-C_6)alkyl, hydroxy(C_6-C_{10})aryl(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkylthio(C_1-C_6)alkyl, hydroxy(C_2-C_6)alkenyl, hydroxy(C_2-C_6)alkynyl, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkoxy(C_6-C_{10})aryl(C_1-C_6)alkyl, (C_6-C_{10})aryloxy(C_1-C_6)alkyl, (C_6-C_{10})aryl(C_1-C_6)alkoxy(C_1-C_6)alkyl, amino, (C_1-C_6)alkylamino, ((C_1-C_6)alkyl)$_2$amino, (C_6-C_{10})arylamino, (C_6-C_{10})aryl(C_1-C_6)alkylamino, amino(C_1-C_6)alkyl, (C_1-C_6)alkylamino(C_1-C_6)alkyl, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkylamino(C_1-C_6)alkyl, (C_6-C_{10})arylamino(C_1-C_6)alkyl, (C_6-C_{10})aryl (C_1-C_6)alkylamino(C_1-C_6)alkyl, (C_1-C_6)alkylcarbonylamino, ((C_1-C_6)alkylcarbonyl)((C_1-C_6)alkyl)amino, (C_1-C_6)alkylcarbonylamino(C_1-C_6)alkyl, ((C_1-C_6)alkylcarbonyl)((C_1-C_6)alkyl)amino(C_1-C_6)alkyl, (C_1-C_6)alkoxycarbonylamino, **((C_1-C_6)alkoxycarbonyl)((C_1-C_6)alkyl)amino,** ~~(C_1-C_6)alkoxycarbonyl)(C_1-C_6)alkylamino,~~ (C_1-C_6)alkoxycarbonylamino(C_1-C_6)alkyl, **((C_1-C_6)alkoxycarbonyl)((C_1-C_6)alkyl)amino(C_1-C_6)alkyl,** ~~(C_1-C_6)alkoxycarbnony)((C_1-C_6)alkyl)amino(C_1-C_6)alkyl,~~ carboxy, (C_1-C_6)alkoxycarbonyl, (C_6-C_{10})aryl(C_1-C_6)alkoxycarbonyl, (C_1-C_6)alkylcarbonyl, (C_1-C_6)alkylcarbonyl(C_1-C_6)alkyl, (C_6-C_{10})arylcarbonyl, (C_6-C_{10})arylcarbonyl(C_1-C_6)alkyl, (C_6-C_{10})aryl(C_1-C_6)alkylcarbonyl, (C_6-C_{10})aryl(C_1-C_6)alkycarbonyl(C_1-C_6)alkyl, carboxy(C_1-C_6)alkyl, (C_1-C_6)alkoxycarbonyl(C_1-C_6)alkyl, (C_6-C_{10})aryl(C_1-C_6)alkoxycarbonyl(C_1-C_6)alkyl, (C_1-C_6)alkoxy(C_1-C_6)alkylcarbonyloxy(C_1-C_6)alkyl, aminocarbonyl, (C_1-C_6)alkylaminocarbonyl, ((C_1-C_6)alkyl)$_2$aminocarbonyl, (C_6-C_{10})arylaminocarbonyl, (C_6-C_{10})aryl(C_1-C_6)alkylaminocarbonyl, aminocarbonyl(C_1-C_6)alkyl, (C_1-C_6)alkylaminocarbonyl(C_1-C_6)alkyl, ((C_1-C_6)alkyl)$_2$aminocarbonyl(C_1-C_6)alkyl, (C_6-C_{10})arylaminocarbonyl(C_1-C_6)alkyl, (C_1-C_6)alkylaminocarbonyl(C_1-C_6)alkyl, amidino, guanidino, ureido, (C_1-C_6)alkylureido, ((C_1-C_6)alkyl)$_2$ureido, ureido(C_1-C_6)alkyl, (C_1-

C_6)alkylureido(C_1-C_6)alkyl, ((C_1-C_6)alkyl)$_2$ureido(C_1-C_6)alkyl, (C_2-C_9)heterocycloalkyl, (C_2-C_9)heteroaryl, (C_2-C_9)heterocycloalkyl(C_1-C_6)alkyl and (C_2-C_9)heteroaryl(C_1-C_6)alkyl;

R^4 is $(R^5Q_q)_f$(C_6-C_{10})aryl, $(R^5Q_q)_f$(C_3-C_{10})cycloalkyl, $(R^5Q_q)_f$(C_2-C_9)heteroaryl, $(R^5Q_q)_f$(C_2-C_9)heterocycloalkyl,

wherein f is 0, 1, 2, 3, 4 or 5;

Q is (C_1-C_6)alkyl;

q is 0 or 1;

R^5 is independently selected from: (C_2-C_9)heterocycloalkylcarbonyl, (C_2-C_9)heteroarylcarbonyl, (C_2-C_9)heteroaryl(C_1-C_6)alkylaminocarbonyl, (C_2-C_9)heteroarylaminocarbonyl, (C_2-C_9)heterocycloalkyl(C_1-C_6)alkylaminocarbonyl, (C_1-C_6)alkylsulfonylaminocarbonyl, (C_1-C_6)alkylsulfonylamino(C_1-C_6)alkylaminocarbonyl, ureido(C_1-C_6)alkylaminocarbonyl, (C_1-C_6)alkylureido(C_1-C_6)alkylaminocarbonyl, ((C_1-C_6)alkyl)$_2$ureido(C_1-C_6)alkylaminocarbonyl, halo(C_1-C_6)alkylaminocarbonyl, (C_1-C_6)alkylcarbonylamino(C_1-C_6)alkylaminocarbonyl, hydroxy(C_1-C_6)alkylaminocarbonyl, aminosulfonyl(C_1-C_6)alkylaminocarbonyl, carboxy(C_1-C_6)alkylaminocarbonyl, (C_1-C_6)alkylaminosulfonyl(C_1-C_6)alkylaminocarbonyl, amino(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylamino(C_1-C_6)alkylcarbonylamino, carboxy(C_1-C_6)alkylcarbonylamino, carboxy(C_1-C_6)alkoxycarbonylamino, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylcarbonylamino, **acetylamino(C_1-C_6)alkylcarbonylamino,** ~~**acetylamino(C_1-*C_6)alkylcarbonylamino,**~~ (acetyl)((C_1-C_6)alkyl)amino(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylsulfonylamino(C_1-C_6)alkylcarbonylamino, cyanoguanidino(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylcyanoguanidino(C_1-C_6)alkylcarbonylamino, ((C_1-C_6)alkyl)$_2$cyanoguanidino(C_1-C_6)alkylcarbonylamino, aminocarbonyl(C_1-C_6)alkylcarbonylamino, aminocarbonylamino(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylaminocarbonylamino(C_1-C_6)alkylcarbonylamino, ((C_1-C_6)alkyl)$_2$aminocarbonylamino(C_1-C_6)alkylcarbonylamino, (C_2-C_9)heteroaryl(C_1-C_6)alkylcarbonylamino, (C_2-C_9)heterocycloalkyl(C_1-C_6)alkylcarbonylamino, aminosulfonyl(C_1-C_6)alkylcarbonylamino, hydroxy(C_1-C_6)alkylureido, amino(C_1-C_6)alkylureido, (C_1-C_6)alkylamino(C_1-C_6)alkylureido, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylureido, (C_2-C_9)heterocycloalkyl(C_1-C_6)alkylureido, (C_2-

C_9)heteroarylureido, (C_2-C_9)heteroaryl(C_1-C_6)alkylureido, (C_1-C_6)alkylsulfonylureido, aminosulfonyl(C_1-C_6)alkylureido, aminocarbonyl(C_1-C_6)alkylureido, (C_1-C_6)alkylaminocarbonyl(C_1-C_6)alkylureido, ((C_1-C_6)alkyl)$_2$aminocarbonyl(C_1-C_6)alkylureido, acetylamino(C_1-C_6)alkylureido, (acetyl)((C_1-C_6)alkyl)amino(C_1-C_6)alkylureido, carboxy(C_1-C_6)alkylureido, halo(C_1-C_6)alkylsulfonylamino, amino(C_1-C_6)alkylsulfonylamino, (C_1-C_6)alkylamino(C_1-C_6)alkylsulfonylamino, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylsulfonylamino, acetylamino(C_1-C_6)alkylsulfonylamino, (acetyl)((C_1-C_6)alkyl)amino(C_1-C_6)alkylsulfonylamino, ureido(C_1-C_6)alkylsulfonylamino, (C_1-C_6)alkylureido(C_1-C_6)alkylsulfonylamino, ((C_1-C_6)alkyl)$_2$ureido(C_1-C_6)alkylsulfonylamino, (C_1-C_6)alkylsulfonylamino(C_1-C_6)alkylsulfonylamino, cyanoguanidino(C_1-C_6)alkylsulfonylamino, carboxy(C_1-C_6)alkylsulfonylamino, (C_1-C_6)alkylcyanoguanidino(C_1-C_6)alkylsulfonylamino, ((C_1-C_6)alkyl)$_2$cyanoguanidino(C_1-C_6)alkylsulfonylamino, aminocarbonyl(C_1-C_6)alkylsulfonylamino, (C_1-C_6)alkoxycarbonylamino(C_1-C_6)alkylsulfonylamino, aminosulfonylaminocarbonyl, (C_1-C_6)alkylaminosulfonylaminocarbonyl, ((C_1-C_6)alkyl)$_2$aminosulfonylaminocarbonyl, (C_6-C_{10})arylsulfonyl, (C_1-C_6)alkylaminosulfonylamino, ((C_1-C_6)alkyl)$_2$aminosulfonylamino, aminocarbonyl(C_1-C_6)alkylamino(C_1-C_6)alkylsulfonylamino, (C_2-C_9)heterocycloalkyloxycarbonylamino(C_1-C_6)alkylsulfonylamino, (C_2-C_9)heteroaryloxycarbonylamino(C_1-C_6)alkylsulfonylamino, cyanoguanidino, (C_1-C_6)alkylcyanoguanidino, ((C_1-C_6)alkyl)$_2$cyanoguanidino, (C_2-C_9)heterocycloalkylcyanoguanidino, (C_2-C_9)heterocycloalkyl(C_1-C_6)alkylcyanoguanidino, (C_2-C_9)heteroaryl(C_1-C_6)alkylcyanoguanidino, amino(C_1-C_6)alkylcyanoguanidino, (C_1-C_6)alkylamino(C_1-C_6)alkylcyanoguanidino, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylcyanoguanidino, aminocarbonyl(C_1-C_6)alkylcyanoguanidino, **carboxy(C_1-C_6)alkylcyanoguanidino**, (C_1-C_6)alkylaminocarbonyl(C_1-C_6)alkylcyanoguanidino, ((C_1-C_6)alkyl)$_2$aminocarbonyl(C_1-C_6)alkylcyanoguanidino, hydroxy(C_1-C_6)alkylamino, aminocarbonyl(C_1-C_6)alkylamino, carboxy(C_1-C_6)alkylamino, (C_1-C_6)alkylsulfonylamino(C_1-C_6)alkylamino, (C_1-C_6)alkoxycarbonylamino(C_1-C_6)alkylamino, aminosulfonyl(C_1-C_6)alkylamino, (C_2-C_9)heteroaryl(C_1-C_6)alkylamino, acetylamino(C_1-

C_6)alkylamino, (acetyl)((C_1-C_6)alkyl)amino(C_1-C_6)alkylamino, (C_2-C_9)heterocycloalkyl(C_1-C_6)alkylamino, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylamino, (C_1-C_6)alkylamino(C_1-C_6)alkylamino,(C_1-C_6)alkoxy(C_1-C_6)alkylamino, (C_1-C_6)alkoxycarbonyl(C_1-C_6)alkylamino, cyano(C_1-C_6)alkylamino, (C_2-C_9)heterocycloalkyloxycarbonylamino(C_1-C_6)alkylamino, (C_2-C_9)heteroaryloxycarbonylamino(C_1-C_6)alkylamino, cyanoguanidino(C_1-C_6)alkylamino, (C_1-C_6)alkylcyanoguanidino(C_1-C_6)alkylamino, ((C_1-C_6)alkyl)$_2$cyanoguanidino(C_1-C_6)alkylamino, ureido(C_1-C_6)alkylamino, (C_1-C_6)alkylureido(C_1-C_6)alkylamino, ((C_1-C_6)alkyl)$_2$ureido(C_1-C_6)alkylamino, aminocarbonyloxy(C_1-C_6)alkylamino, hydroxy(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylaminocarbonyl(C_1-C_6)alkylcarbonylamino, ((C_1-C_6)alkyl)$_2$aminocarbonyl(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkoxycarbonylamino(C_1-C_6)alkylcarbonylamino, aminosulfonyl(C_1-C_6)alkylcarbonylamino, hydroxy(C_1-C_6)alkylamino(C_1-C_6)alkylcarbonylamino, **((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylamino(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylamino(C_1-C_6)alkylamino(C_1-C_6)alkylcarbonylamino**, amino(C_1-C_6)alkylamino(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkoxy(C_1-C_6)alkylamino(C_1-C_6)alkylcarbonylamino, (C_2-C_9)heterocycloalkyloxycarbonylamino, (C_2-C_9)heteroarylcarbonylamino(C_1-C_6)alkylcarbonylamino, (C_2-C_9)heteroarylcarbonylamino, (C_2-C_9)heterocycloalkylcarbonylamino, (C_2-C_9)heteroaryl(C_1-C_6)alkylcarbonylamino, (C_2-C_9)heterocycloalkyl(C_1-C_6)alkylcarbonylamino, (C_2-C_9)heterocycloalkylcarbonylamino(C_1-C_6)alkylcarbonylamino, cyano(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylsulfonylamino(C_1-C_6)alkylaminocarbonylamino, (C_1-C_6)alkoxycarbonylamino(C_1-C_6)alkylaminocarbonylamino, (C_2-C_9)heterocycloalkyloxycarbonylamino(C_1-C_6)alkylaminocarbonylamino, **(C_2-C_9)heteroaryloxycarbonylamino(C_1-C_6)alkylaminocarbonylamino,** ~~**(C_2-C_9)heteroaryloxycarbonylamino(C_1-C_6)alkylaminocarbonylamino,**~~ ureido(C_1-C_6)alkylureido, (C_1-C_6)alkylureido(C_1-C_6)alkylureido, ((C_1-C_6)alkyl)$_2$ureido(C_1-C_6)alkylureido, cyanoguanidino(C_1-C_6)alkylureido, (C_2-C_9)heteroaryl(cyanoguanidino), aminosulfonyl, amino(C_1-C_6)alkylsulfonyl, (C_1-C_6)alkylamino(C_1-C_6)alkylsulfonyl, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylsulfonyl, (C_1-C_6)alkylaminosulfonyl, ((C_1-C_6)alkyl)$_2$aminosulfonyl, (C_2-

C_9)heterocycloalkylsulfonyl, amino(C_1-C_6)alkylaminosulfonyl, (C_1-C_6)alkylamino(C_1-C_6)alkylaminosulfonyl, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylaminosulfonyl, (C_2-C_9)heteroarylaminosulfonyl, hydroxy(C_1-C_6)alkylaminosulfonyl, (C_1-C_6)alkoxy(C_1-C_6)alkylaminosulfonyl, ureido(C_1-C_6)alkylaminosulfonyl, (C_1-C_6)alkylureido(C_1-C_6)alkylaminosulfonyl, ((C_1-C_6)alkyl)$_2$ureido(C_1-C_6)alkylaminosulfonyl, (C_1-C_6)alkylsulfonylamino(C_1-C_6)alkylaminosulfonyl, (C_1-C_6)alkoxycarbonylamino(C_1-C_6)alkylaminosulfonyl, (C_2-C_9)heterocycloalkyloxycarbonylamino(C_1-C_6)alkylaminosulfonyl, (C_2-C_9)heteroaryloxycarbonylamino(C_1-C_6)alkylaminosulfonyl, aminocarbonyl(C_1-C_6)alkylaminosulfonyl, cyanoguanidino(C_1-C_6)alkylaminosulfonyl, (C_2-C_9)heteroarylaminosulfonyl, (C_2-C_9)heteroaryl(C_1-C_6)alkylaminosulfonyl, (C_2-C_9)heterocycloalkylaminosulfonyl, (C_1-C_6)alkylcarbonylaminosulfonyl, halo(C_1-C_6)alkylcarbonylaminosulfonyl, (C_1-C_6)alkoxycarbonylaminosulfonyl, ureidosulfonyl, (C_1-C_6)alkylureidosulfonyl, ((C_1-C_6)alkyl)$_2$ureidosulfonyl, hydrogen, hydroxy, hydroxysulfonyl, halo, mercapto, (C_1-C_6)alkylthio, (C_1-C_6)alkylsulfinyl, (C_1-C_6)alkylsulfonyl, carboxy(C_1-C_6)alkylsulfonyl, (C_6-C_{10})arylsulfonyl, **(C_2-C_9)heteroarylsulfonyl,** ~~**(C2$_6$-C$_9$)heteroarylsulfonyl,**~~ (C_1-C_6)alkoxy, hydroxy(C_1-C_6)alkoxy, (C_6-C_{10})aryloxy, trifluoro(C_1-C_6)alkyl, formyl, nitro, nitroso, cyano halo(C_1-C_6)alkoxy, trifluoro(C_1-C_6)alkoxy, amino(C_1-C_6)alkoxy, (C_3-C_{10})cycloalkylhydroxy(C_3-C_{10})cycloalkyl (C_3-C_{10})cycloalkylamino(C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_6-C_{10})aryl, (C_6-C_{10})aryl(C_2-C_6)alkenyl, hydroxy(C_6-C_{10})aryl, ((C_1-C_6)alkylamino)(C_6-C_{10})aryl, hydroxy(C_1-C_6)alkylthio, hydroxy(C_2-C_6)alkenyl, hydroxy(C_2-C_6)alkynyl, (C_1-C_6)alkoxy(C_6-C_{10})aryl, (C_6-C_{10})aryl(C_1-C_6)alkoxy, amino, (C_1-C_6)alkylamino, ((C_1-C_6)alkyl)$_2$amino, (C_6-C_{10})arylamino, (C_6-C_{10})aryl(C_1-C_6)alkylamino, amino(C_1-C_6)alkylamino, (C_2-C_9)heterocycloalkylamino, (C_2-C_9)heteroarylamino, **(C_2-C_9)heteroaryl(C_1-C_6)alkylamino,** ~~,~~ (C_2-C_9)heterocycloalkyl(C_1-C_6)alkylamino, **(C_3-C_{10})cycloalkyl((C_1-C_6)alkyl)amino,** ~~**(C_3-C$_{10}$)cycloalkyl(C$_1$-C$_6$)alkyl)amino,**~~ (C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkoxycarbonylamino, (C_2-C_6)alkenylcarbonylamino, (C_3-C_{10})cycloalkylcarbonylamino, (C_6-C_{10})arylcarbonylamino, (C_2-C_9)heterocycloalkylcarbonylamino, (C_2-C_9)heteroaryloxycarbonylamino, (C_2-C_9)heterocycloalkoxycarbonylamino, halo(C_1-

C_6)alkylcarbonylamino, (C_1-C_6)alkoxy(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkoxycarbonyl(C_1-C_6)alkylcarbonylamino, ((C_1-C_6)alkylcarbonyl)((C_1-C_6)alkyl)amino, ((C_1-C_6)alkoxycarbonyl)((C_1-C_6)alkyl)amino, (C_1-C_6)alkylsulfonylamino, ((C_1-C_6)alkylcarbonyl)((C_1-C_6)alkyl)amino, **(C_3-C_{10})cycloalkyl((C_1-C_6)alkyl)amino,** ~~(C_3-C_{10})cycloalkyl(C_1-C_6)alkyl)amino,~~ ((C_1-C_6)alkylsulfonyl)((C_1-C_6)alkyl)amino, (C_2-C_9)heteroarylsulfonylamino, (C_6-C_{10})arylsulfonylamino, ((C_6-C_{10})arylsulfonyl)((C_1-C_6)alkyl)amino, carboxy, (C_1-C_6)alkoxycarbonyl, (C_6-C_{10})aryl(C_1-C_6)alkoxycarbonyl, (C_1-C_6)alkylcarbonyl, carboxy(C_1-C_6)alkylcarbonyl, amino(C_1-C_6)alkylcarbonyl, (C_1-C_6)alkylamino(C_1-C_6)alkylcarbonyl, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylcarbonyl, (C_6-C_{10})arylcarbonyl, (C_2-C_9)heteroaryl(C_1-C_6)alkylcarbonyl, (C_6-C_{10})aryl(C_1-C_6)alkylcarbonyl, hydroxy(C_1-C_6)alkoxycarbonyl, (C_1-C_6)alkoxy(C_1-C_6)alkylcarbonyloxy, ((C_1-C_6)alkyl)$_2$aminocarbonyloxyaminocarbonyl, hydroxyaminocarbonyl, (C_1-C_6)alkylaminocarbonyl, ((C_1-C_6)alkyl)$_2$aminocarbonyl, (C_6-C_{10})arylaminocarbonyl, (C_6-C_{10})aryl(C_1-C_6)alkylaminocarbonyl, **aminocarbonyl(C_1-C_6)alkylaminocarbonyl,** ~~(aminocarbonyl(C_1-C_6)alkylaminocarbonyl,~~ **(C_1-C_6)alkylaminocarbonyl(C_1-C_6)alkylaminocarbonyl,** ~~((C_1-C_6)alkylaminocarbonyl(C_1-C_6)alkylaminocarbonyl,~~ (carboxy(C_1-C_6)alkyl)aminocarbonyl, **(C_1-C_6)alkoxycarbonyl(C_1-C_6)alkylaminocarbonyl,** ~~((C_1-C_6)alkoxycarbonyl(C_1-C_6)alkylaminocarbonyl,~~ (amino(C_1-C_6)alkyl)aminocarbonyl, **hydroxy(C_1-C_6)alkylaminocarbonylamidino,** ~~(hydroxy(C_1-C_6)alkylaminocarbonylamidino,~~ hydroxyamidino, guanidino, ureido, (C_1-C_6)alkylureido, (C_6-C_{10})arylureido, ((C_6-C_{10})aryl)$_2$ureido, (C_6-C_{10})aryl(C_1-C_6)alkylureido, halo(C_1-C_6)alkylureido, ((C_1-C_6)alkyl)((C_6-C_{10})aryl)ureido, ((C_1-C_6)alkyl)$_2$ureido, halo(C_1-C_6)alkylcarbonylureido, (halo(C_1-C_6)alkyl)((C_1-C_6)alkyl)ureido, ((C_1-C_6)alkoxycarbonyl(C_1-C_6)alkyl)ureido, glycinamido, (C_1-C_6)alkylglycinamido, aminocarbonylglycinamido, (C_1-C_6)alkoxy(C_1-C_6)alkylcarbonylglycinamido, (aminocarbonyl)((C_1-C_6)alkyl)glycinamido, ((C_1-C_6)alkoxycarbonyl(C_1-C_6)alkylcarbonyl)((C_1-C_6)alkyl)glycinamido, ((C_1-C_6)alkoxycarbonylamino(C_1-C_6)alkylcarbonyl)glycinamido, (C_6-C_{10})arylcarbonylglycinamido, ((C_6-C_{10})arylcarbonyl)((C_1-C_6)alkyl)glycinamido, ((C_6-C_{10})aryl(C_1-

C_6)alkylaminocarbonyl)glycinamido, **((C6-C10)aryl(C1-C6)alkylaminocarbonyl)((C1-C6)alkyl)glycinamido,** ~~(C6-C10)aryl(C1-C6)alkylaminocarbonyl)((C1-C6)alkyl)glycinamido,~~ (C_6-C_{10})arylaminocarbonylglycinamido, ((C_6-C_{10})arylaminocarbonyl)((C_1-C_6)alkyl)glycinamido, alaninamido, (C_1-C_6)alkylalaninamido, (C_2-C_9)heteroaryl, amino(C_2-C_9)heteroaryl, (C_1-C_6)alkylamino(C_2-C_9)heteroaryl, ((C_1-C_6)alkyl)$_2$amino(C_2-C_9)heteroaryl, (C_2-C_9)heteroaryloxy, (C_2-C_9)heterocycloalkyl, carboxy(C_1-C_6)alkoxy, (C_1-C_6)alkylsulfonylaminocarbonyl(C_1-C_6)alkoxy, (C_1-C_6)alkylsulfonylamino(C_1-C_6)alkoxy, (C_2-C_9)heteroaryl(C_1-C_6)alkoxy, carboxy(C_1-C_6)alkylamino(C_2-C_6)alkoxy, amino(C_2-C_6)alkoxy, (aminocarbonyl)(hydroxy)amino, (C_1-C_6)alkylamino(C_2-C_6)alkoxy, ((C_1-C_6)alkyl)$_2$amino(C_2-C_6)alkoxy, (C_1-C_6)alkylcarbonylamino(C_2-C_6)alkoxy, aminocarbonylamino(C_2-C_6)alkoxy, (C_1-C_6)alkylaminocarbonylamino(C_2-C_6)alkoxy, ((C_1-C_6)alkyl)$_2$aminocarbonylamino(C_2-C_6)alkoxy, amino(C_2-C_6)alkoxycarbonylamino, (C_1-C_6)alkylamino(C_2-C_6)alkoxycarbonylamino, ((C_1-C_6)alkyl)$_2$amino(C_2-C_6)alkoxycarbonylamino, **(C_2-C_9)heteroarylamino(C_2-C_6)alkoxy,** ~~(C_2-C_9)heteroarylamino(C_2-C_6)alkoxy,~~ barbituryl, (C_1-C_6)alkylcarbonylamino(C_1-C_6)alkylaminocarbonyl, **carboxy(C_1-C_6)alkylaminocarbonylamino, (C_2-C_9)heteroarylaminocarbonylamino, ((C_1-C_6)alkylamino)(C_6-C_{10})aryl(C_1-C_6)alkyl, amino(C_1-C_6)alkoxycarbonylamino, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, aminocarbonyl, ureido(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylcarbonylamino(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylcarbonylamino(C_1-C_6)alkylaminocarbonylamino,** amino(C_1-C_6)alkylcarbonylamino where the (C_1-C_6)alkyl is optionally substituted with one or two groups selected from hydrogen, amino, hydroxyl, (C_1-C_6)alkoxy, carboxy, further substituted (C_2-C_9)heteroaryl, (C_6-C_{10})aryl, (C_2-C_9)heterocycloalkyl, and cycloalkyl, or the two groups together make up a carbocycle; and R^{19}carbonylamino where R^{19} is a nitrogen containing (C_2-C_9)heterocycloalkyl which is optionally substituted further with one or two groups selected from (C_1-C_6)alkyl, (C_2-C_6)alkoxy and hydroxy;

R^9 is selected from the group consisting of hydrogen, (C_1-C_6)alkyl, (C_6-C_{10})aryl, (C_6-C_{10})aryl(C_1-C_6)alkyl, (C_1-C_6)alkylcarbonyl, (C_1-C_6)alkylcarbonyl(C_1-C_6)alkyl, (C_6-

C_{10})aryl(C_1-C_6)alkylcarbonyl, (C_6-C_{10})aryl(C_1-C_6)alkylcarbonyl(C_1-C_6)alkyl, aminocarbonyl, (C_1-C_6)alkylaminocarbonyl, ((C_1-C_6)alkyl)$_2$aminocarbonyl and (C_1-C_6)alkoxycarbonyl; and

R^{11} and R^{12} are each independently selected from the group consisting of hydrogen, (C_1-C_6)alkyl, (C_6-C_{10})aryl, (C_6-C_{10})aryl(C_1-C_6)alkyl, hydroxy, (C_1-C_6)alkoxy, hydroxy(C_1-C_6)alkyl, (C_1-C_6)alkoxy(C_1-C_6)alkyl, amino, (C_1-C_6)alkylamino, ((C_1-C_6)alkyl)$_2$amino, (C_1-C_6)alkylcarbonylamino, (C_3-C_8)cycloalkylcarbonylamino, (C_3-C_8)cycloalkyl(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkoxycarbonylamino, (C_1-C_6)alkylsulfonylamino, (C_6-C_{10})arylcarbonylamino, (C_1-C_6)alkoxycarbonyl(C_1-C_6)alkylcarbonylamino, (C_6-C_{10})aryl(C_1-C_6)alkylcarbonylamino, ((C_6-C_{10})aryl(C_1-C_6)alkylcarbonyl)((C_1-C_6)alkyl)amino, (C_1-C_6)alkylcarbonylamino(C_1-C_6)alkyl, (C_3-C_8)cycloalkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_6)alkoxycarbonylamino(C_1-C_6)alkyl, (C_2-C_9)heterocycloalkylcarbonylamino(C_1-C_6)alkyl, (C_6-C_{10})aryl(C_1-C_6)alkylcarbonylamino(C_1-C_6)alkyl, (C_2-C_9)heteroarylcarbonylamino(C_1-C_6)alkyl, (C_6-C_{10})arylsulfonylamino, (C_1-C_6)alkylsulfonylamino(C_1-C_6)alkyl, aminocarbonylamino, (C_1-C_6)alkylaminocarbonylamino, halo(C_1-C_6)alkylaminocarbonylamino, ((C_1-C_6)alkyl)$_2$aminocarbonylamino, aminocarbonylamino(C_1-C_6)alkyl, (C_1-C_6)alkylaminocarbonylamino(C_1-C_6)alkyl, ((C_1-C_6)alkyl)$_2$aminocarbonylamino(C_1-C_6)alkyl, halo(C_1-C_6)alkylaminocarbonylamino(C_1-C_6)alkyl, amino(C_1-C_6)alkyl, (C_1-C_6)alkylamino(C_1-C_6)alkyl, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkyl, carboxy(C_1-C_6)alkyl, (C_1-C_6)alkoxycarbonyl(C_1-C_6)alkyl, aminocarbonyl(C_1-C_6)alkyl and (C_1-C_6)alkylaminocarbonyl(C_1-C_6)alkyl.

Claim 2 (currently amended): A compound according to claim 1, wherein R^1 is hydrogen, halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, (C_1-C_6)alkyl, hydroxy or **(C$_1$-C$_6$)alkylcarbonyl,** ~~(C$_1$-C$_6$)alkylcarbonyloxy~~.

Claim 3 (currently amended): A compound according to claim 1, wherein c is 1; X is C(O) or CH_2; d is 1; and Z is oxygen, NH, ~~(C$_1$-C$_6$)alkyl,~~ or $CR^{11}R^{12}$.

Claim 4 (original). A compound according to claim 1, wherein R^4 is $(R^5)_f(C_6\text{-}C_{10})$aryl or $(R^5)_f$ $(C_2\text{-}C_9)$ heteroaryl, wherein f is 1 or 2.

Claim 5 (currently amended): A compound according to claim 1, wherein c is 1; X is C(O); d is 1; Z is oxygen or $\underline{CR^{11}R^{12}}$ ~~$(C_1\text{-}C_6)$alkyl~~; W is nitrogen or CH; and l, m and k are zero, zero and 2 or 3 respectively, or k, l, and m are zero, zero and 2 or 3 respectively.

Claim 6 (currently amended): A compound according to claim 1, wherein R^4 is phenyl, Q is $(C_1\text{-}C_6)$alkyl, q is 0 or 1, and at least one R^5 is selected from: $(C_2\text{-}C_9)$heteroarylaminocarbonyl, $(C_2\text{-}C_9)$heteroarylcarbonylamino, $(C_1\text{-}C_6)$alkylsulfonylaminocarbonyl, aminosulfonylaminocarbonyl, carboxy$(C_1\text{-}C_6)$alkylcyanoguanidino, carboxy, $(C_2\text{-}C_9)$heteroarylamino, $(C_2\text{-}C_9)$heteroarylsulfonyl, **$(C_2\text{-}C_9)$heteroaryl, $(C_2\text{-}C_9)$heteroaryloxy**, $(C_2\text{-}C_9)$heteroarylcarbonyl, $(C_2\text{-}C_9)$heteroaryl$(C_1\text{-}C_6)$alkylcarbonyl, carboxy$(C_1\text{-}C_6)$alkylaminocarbonylamino, $(C_2\text{-}C_9)$heteroarylaminocarbonylamino, carboxy$(C_1\text{-}C_6)$alkylcarbonylamino, $(C_2\text{-}C_9)$heteroaryl$(C_1\text{-}C_6)$alkylamino, carboxy$(C_1\text{-}C_6)$alkylaminocarbonyl, carboxy$(C_1\text{-}C_6)$alkylsulfonylamino, $(C_2\text{-}C_9)$heteroarylaminosulfonyl, carboxy$(C_1\text{-}C_6)$alkylsulfonyl, carboxy$(C_1\text{-}C_6)$alkylamino, carboxy$(C_1\text{-}C_6)$alkylcarbonyl, carboxy$(C_1\text{-}C_6)$alkoxy, carboxy$(C_1\text{-}C_6)$alkoxycarbonylamino, hydroxyaminocarbonyl, $(C_1\text{-}C_6)$alkylsulfonylaminocarbonyl$(C_1\text{-}C_6)$alkoxy, $(C_2\text{-}C_9)$heteroaryl$(C_1\text{-}C_6)$alkoxy, carboxy$(C_1\text{-}C_6)$alkylamino$(C_2\text{-}C_6)$alkoxy, $(C_2\text{-}C_9)$heteroarylamino$(C_2\text{-}C_6)$alkoxy, amino$(C_1\text{-}C_6)$alkylcarbonyl, $(C_1\text{-}C_6)$alkylamino$(C_1\text{-}C_6)$alkylcarbonyl, $((C_1\text{-}C_6)\text{alkyl})_2$amino$(C_1\text{-}C_6)$alkylcarbonyl, amino$(C_1\text{-}C_6)$alkylcarbonylamino, $(C_1\text{-}C_6)$alkylamino$(C_1\text{-}C_6)$alkylcarbonylamino, $((C_1\text{-}C_6)\text{alkyl})_2$amino$(C_1\text{-}C_6)$alkylcarbonylamino, amino$(C_1\text{-}C_6)$alkylureido, $(C_1\text{-}C_6)$alkylamino$(C_1\text{-}C_6)$alkylureido, $((C_1\text{-}C_6)\text{alkyl})_2$amino$(C_1\text{-}C_6)$alkylureido, amino$(C_1\text{-}C_6)$alkylsulfonylamino, $(C_1\text{-}C_6)$alkylamino$(C_1\text{-}C_6)$alkylsulfonylamino, $((C_1\text{-}C_6)\text{alkyl})_2$amino$(C_1\text{-}C_6)$alkylsulfonylamino, amino$(C_1\text{-}C_6)$alkylsulfonyl, $(C_1\text{-}C_6)$alkylamino$(C_1\text{-}C_6)$alkylsulfonyl, $((C_1\text{-}C_6)\text{alkyl})_2$amino$(C_1\text{-}C_6)$alkylsulfonyl, amino$(C_1\text{-}C_6)$alkylcyanoguanidino, $(C_1\text{-}C_6)$alkylamino$(C_1\text{-}$

C_6)alkylcyanoguanidino, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylcyanoguanidino, amino(C_1-C_6)alkylaminosulfonyl, (C_1-C_6)alkylamino(C_1-C_6)alkylaminosulfonyl, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylaminosulfonyl, ((C_1-C_6)alkylamino)(C_6-C_{10})aryl(C_1-C_6)alkyl, amino, amino(C_1-C_6)alkoxy, amino(C_1-C_6)alkoxycarbonylamino, (C_1-C_6)alkylamino, ((C_1-C_6)alkyl)$_2$amino, (C_6-C_{10})arylamino, (C_6-C_{10})aryl(C_1-C_6)alkylamino, amino(C_1-C_6)alkylamino, (C_2-C_9)heterocycloalkylamino, (C_2-C_9)heteroarylamino, (C_3-C_{10})cycloalkyl(C_1-C_6)alkyl)amino, (amino(C_1-C_6)alkyl)aminocarbonyl, glycinamido, (C_1-C_6)alkylglycinamido, alaninamido, (C_1-C_6)alkylalaninamido, **((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylcarbonylamino,** ~~**((C_1-C_6)alkyl)2 amino(C_1-C_6)alkylcarbonylamino,**~~ halo, (C_1-C_6)alkoxy, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, aminocarbonyl(C_1-C_6)alkylureido, (C_1-C_6)alkylcarbonyl, (C_1-C_6)alkylsulfonylamino, (C_1-C_6)alkylsulfonylamino(C_1-C_6)alkylaminocarbonyl, aminosulfonyl, aminocarbonyl, ureido(C_1-C_6)alkylaminocarbonyl, **aminocarbonyl(C_1-C_6)alkylaminocarbonyl,** ~~**aminocarbonyl(C_1-C_6)alkyaminocarbonyl,**~~ aminocarbonyl(C_1-C_6)alkylcarbonylamino, ureido(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylcarbonylamino(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylcarbonylamino(C_1-C_6)alkylaminocarbonylamino, ~~**ureido(C_1-C_6)alkylcarbonylamino,**~~ ureido, halo(C_1-C_6)alkylsulfonylamino, (C_1-C_6)alkylcarbonylamino(C_1-C_6)alkylaminocarbonyl.

Claim 7 (currently amended): A compound according to claim 1, wherein R^4 is pyridyl, Q is (C_1-C_6)alkyl, q is 0 or 1, and at least one R^5 is selected from: (C_2-C_9)heteroarylaminocarbonyl, (C_2-C_9)heteroarylcarbonylamino, (C_1-C_6)alkylsulfonylaminocarbonyl, aminosulfonylaminocarbonyl, carboxy(C_1-C_6)alkylcyanoguanidino, carboxy, (C_2-C_9)heteroarylamino, (C_2-C_9)heteroarylsulfonyl, **(C_2-C_9)heteroaryl, (C_2-C_9)heteroaryloxy,** (C_2-C_9)heteroarylcarbonyl, (C_2-C_9)heteroaryl(C_1-C_6)alkylcarbonyl, carboxy(C_1-C_6)alkylaminocarbonylamino, (C_2-C_9)heteroarylaminocarbonylamino, carboxy(C_1-C_6)alkylcarbonylamino, (C_2-C_9)heteroaryl(C_1-C_6)alkylamino, carboxy(C_1-C_6)alkylaminocarbonyl, carboxy(C_1-C_6)alkylsulfonylamino, (C_2-C_9)heteroarylaminosulfonyl, carboxy(C_1-C_6)alkylsulfonyl, carboxy(C_1-C_6)alkylamino, carboxy(C_1-C_6)alkylcarbonyl, carboxy(C_1-C_6)alkoxy,

carboxy(C_1-C_6)alkoxycarbonylamino, hydroxyaminocarbonyl, (C_1-C_6)alkylsulfonylaminocarbonyl(C_1-C_6)alkoxy, (C_2-C_9)heteroaryl(C_1-C_6)alkoxy, carboxy(C_1-C_6)alkylamino(C_2-C_6)alkoxy, (C_2-C_9)heteroarylamino(C_2-C_6)alkoxy, amino(C_1-C_6)alkylcarbonyl, (C_1-C_6)alkylamino(C_1-C_6)alkylcarbonyl, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylcarbonyl, amino(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylamino(C_1-C_6)alkylcarbonylamino, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylcarbonylamino, amino(C_1-C_6)alkylureido, (C_1-C_6)alkylamino(C_1-C_6)alkylureido, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylureido, amino(C_1-C_6)alkylsulfonylamino, (C_1-C_6)alkylamino(C_1-C_6)alkylsulfonylamino, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylsulfonylamino, amino(C_1-C_6)alkylsulfonyl, (C_1-C_6)alkylamino(C_1-C_6)alkylsulfonyl, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylsulfonyl, amino(C_1-C_6)alkylcyanoguanidino, (C_1-C_6)alkylamino(C_1-C_6)alkylcyanoguanidino, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylcyanoguanidino, amino(C_1-C_6)alkylaminosulfonyl, (C_1-C_6)alkylamino(C_1-C_6)alkylaminosulfonyl, ((C_1-C_6)alkyl)$_2$amino(C_1-C_6)alkylaminosulfonyl, ((C_1-C_6)alkylamino)(C_6-C_{10})aryl(C_1-C_6)alkyl, amino, amino(C_1-C_6)alkoxy, amino(C_1-C_6)alkoxycarbonylamino, (C_1-C_6)alkylamino, ((C_1-C_6)alkyl)$_2$amino, (C_6-C_{10})arylamino, (C_6-C_{10})aryl(C_1-C_6)alkylamino, amino(C_1-C_6)alkylamino, (C_2-C_9)heterocycloalkylamino, (C_2-C_9)heteroarylamino, (C_3-C_{10})cycloalkyl(C_1-C_6)alkyl)amino, (amino(C_1-C_6)alkyl)aminocarbonyl, glycinamido, (C_1-C_6)alkylglycinamido, alaninamido, (C_1-C_6)alkylalaninamido, ((C_1-C_6)alkyl)$_2$ amino(C_1-C_6)alkylcarbonylamino, aminocarbonyl(C_1-C_6)alkylureido, (C_1-C_6)alkylcarbonyl, (C_1-C_6)alkylsulfonylamino, (C_1-C_6)alkylsulfonylamino(C_1-C_6)alkylaminocarbonyl, aminosulfonyl, aminocarbonyl, ureido(C_1-C_6)alkylaminocarbonyl, **aminocarbonyl(C_1-C_6)alkylaminocarbonyl,** ~~**aminocarbonyl(C_1-C_6)alkyaminocarbonyl,**~~ aminocarbonyl(C_1-C_6)alkylcarbonylamino, ureido(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylcarbonylamino(C_1-C_6)alkylcarbonylamino, (C_1-C_6)alkylcarbonylamino(C_1-C_6)alkylaminocarbonylamino, ~~ureido(C_1-C_6)alkylcarbonylamino,~~ ureido, halo(C_1-C_6)alkylsulfonylamino, (C_1-C_6)alkylcarbonylamino(C_1-C_6)alkylaminocarbonyl.

Claim 8 (currently amended): Salts of a compound according to claim 1, where pharmaceutically acceptable counter-ions for acidic compounds are selected from alkali metal cations, alkaline earth metal cations ammonium or water-soluble amine addition salts, N-methylglucamine-(meglumine), the lower alkanolammonium and other base salts of pharmaceutically acceptable organic amines; and pharmaceutically acceptable salts selected from hydrochloride, hydrobromide, hydroiodide, nitrate, sulfate, bisulfate, phosphate, acid phosphate, acetate, lactate, citrate, acid citrate, tartrate, bitartrate, succinate, maleate, fumarate, gluconate, saccharate, benzoate, methanesulfonate, ethanesulfonate, benzenesulfonate, p-toluenesulfonate and **pamoate salts** ~~**pamoatesalts**~~.

Claims 9-14 (cancelled).